

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

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In re:

POWIN, LLC, *et al.*¹

Debtor.

Chapter 11

Case No. 25-16137 (MBK)

(Jointly Administered)

**JOINDER AND RESERVATION OF RIGHTS OF CS ENERGY, LLC REGARDING THE
EMERGENCY MOTION OF LICENSEES FOR ENTRY OF AN ORDER (I)
COMPELLING THE DEBTORS TO COMPLY WITH SECTION 365(n)(4) OF THE
BANKRUPTCY CODE, (II) GRANTING ADEQUATE PROTECTION UNDER SECTION
363(e) OF THE BANKRUPTCY CODE, AND (III) GRANTING OTHER APPROPRIATE
RELIEF**

CS Energy, LLC, by and through its undersigned attorneys, respectfully submits this joinder (the “Joinder”) to the *Emergency Motion of Licensees for Entry of an Order (I) Compelling the Debtors to Comply with Section 365(n)(4) of the Bankruptcy Code, (II) Granting Adequate Protection Under Section 363(e) of the Bankruptcy Code, and (III) Granting Other Appropriate Relief*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: (i) Powin Project LLC [1583]; (ii) Powin, LLC [0504]; (iii) PEOS Holdings, LLC [5476]; (iv) Powin China Holdings 1, LLC [1422]; (v) Powin China Holdings 2, LLC [9713]; (vi) Charger Holdings, LLC [5241]; (vii) Powin Energy Ontario Storage, LLC [8348]; (viii) Powin Energy Operating Holdings, LLC [2495]; and (ix) Powin Energy Operating, LLC [6487]. The Debtors’ mailing address is 20550 SW 115th Avenue Tualatin, OR 97062.

Relief [Docket No. 117] (the “Licensee Motion”) filed by several licensees named in the Licensee Motion (the “Licensees”). In support of this Joinder, CSE respectfully states as follows:

BACKGROUND

The Purchase Order and Licenses

1. CSE and Powin Energy Corporation, which upon information and belief is now Powin, LLC (“Powin”), a debtor in these proceedings, are parties to a certain Purchase Order No. 2001700-1, dated September 29, 2020 (the “Purchase Order”), pursuant to which Powin agreed to supply CSE with 40 units of Powin Stack Energy Storage Systems and component/attendant parts, a 53-foot enclosure and component/attendant parts, and a Powin EMS Controller (collectively, the “Powin System”), for the project site located at 3065 Buffalo Road, Allegany, NY 14706 (sometimes referred to as “Countryside Project”) and install the Powin System at the Countryside Project site.

2. CSE is the Engineering, Procurement, and Construction (EPC) contractor of the Countryside Project pursuant to a certain EPC Contract with Allegany CSG, LLC (the “Owner Contract”). The Countryside Project involves the construction of an energy storage facility.

3. Pursuant to paragraph 31 of the Purchase Order and the June 19, 2019 Non-Disclosure Agreement executed by CSE and Powin, the Purchase Order and its terms are subject to confidentiality and non-disclosure terms. For that reason, the Purchase Order is not annexed hereto but will be made available on request pursuant to appropriate confidentiality protections. CSE cites to the relevant portions of the Purchase Order for the Court’s edification.

4. Relevant to this matter are the licenses extended by Powin to CSE. Pursuant to paragraph 30 of the Purchase Order, Powin extended licenses to CSE for the use/operation and installation/commissioning of the Powin System.

Powin's Bankruptcy Filing and Related Motion Practice

5. On June 9, 2025, June 10, 2025, and June 22, 2025, Powin and affiliated debtors (collectively, the “Debtors”) filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”). The cases are jointly administered under Case No. 25-16137 before the Honorable Michael B. Kaplan, in the United States Bankruptcy Court for the District of New Jersey (the “Bankruptcy Court”).

6. On June 17, 2025, the Debtors filed their Omnibus Motion of the Debtors for Entry of an Order (I) Authorizing the Rejection of Legacy Customer Contracts and (II) Granting Related Relief [Docket No. 88] (the “Rejection Motion”). The hearing on the Rejection Motion is scheduled for July 15, 2025.

7. Pursuant to the terms of the Rejection Motion, the Debtors seek to reject the Purchase Order. Ibid.

8. On June 21, 2025, the Licensees filed the Licensee Motion seeking to preserve the right of the Licensees to preserve, pursuant to 11 U.S.C. § 365(n), the licenses extended to them by Powin. Ibid.

Legal Basis for Joinder

9. As set forth in the Licensee Motion, section 365(n)(4) of the Bankruptcy Code requires that, unless and until a debtor rejects an executory contract under which the debtor is a licensor of intellectual property, the debtor must perform under such contract or provide the licensee thereunder with access to the licensed intellectual property. 11 U.S.C. § 365(n)(4).

10. Pursuant to the Purchase Order, Powin granted licenses to Powin’s intellectual property relating to the Powin System and, therefore, CSE is entitled to the protections set forth in section 365(n) of the Bankruptcy Code. As such, CSE reserves its right to elect treatment under

§ 365(n) of the Bankruptcy Code and its other rights under the Purchase Order and in relation to the Countryside Project.

JOINDER

11. CSE hereby joins and incorporates the Licensee Motion expressly referenced herein, and all other applicable joinders, and request such other and further relief as is requested herein.

RESERVATION OF RIGHTS

12. CSE reserves its right to supplement this Joinder and make such other and further objections as it deems necessary or appropriate.

13. CSE hereby joins any other joinders filed by Debtors' licensees to the extent such joinders are not inconsistent with the relief sought herein.

WHEREFORE, CSE respectfully requests that the Court enter an order (i) granting the relief requested in the Licensee Motion, and (ii) granting such other and further relief as this Court deems just and proper.

Date: July 11, 2025
Florham Park, NJ

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